



|   |            |            |          |  |
|---|------------|------------|----------|--|
|   | 519,876    | 502,502    |          |  |
| Less: accumulated depreciation .....  |            | (24,187)   | (21,339) |  |
| Investments in storage facilities, net ...  |            | 495,689    | 481,163  |  |
| Cash and cash equivalents .....   |            | 3,226      | 2,984    |  |
| Accounts receivable .....   |            | 2,154      | 1,699    |  |
| Prepaid expenses and other assets .....   |            | 3,530      | 4,278    |  |
| Total Assets .....  | \$ 504,599 | \$ 490,124 |          |  |
| Liabilities   |            |            |          |  |
| Line of credit .....  | \$ 125,000 | \$ 112,000 |          |  |
| Term note .....   | 75,000     | 75,000     |          |  |
| Accounts payable and accrued liabilities .  |            | 4,250      | 3,542    |  |
| Deferred revenue .....  | 3,248      | 2,943      |          |  |
| Accrued dividends .....   | 6,932      | 6,895      |          |  |
| Mortgage payable .....  | 3,059      | 3,059      |          |  |
| Total Liabilities .....   | 217,489    | 203,439    |          |  |
| Minority interest .....   | 23,945     | 24,020     |          |  |
| Shareholders' Equity  |            |            |          |  |
| Common stock \$.01 par value, 100,000,000<br>shares authorized, 12,379,135 shares<br>outstanding (12,312,756 at December 31, 1998)                  |            | 125        | 124      |  |
| authorized, none issued and outstanding,<br>250,000 shares designated as Series<br>A Junior Participating<br>Preferred Stock, \$.01 par value ..... |            | -          | -        |  |
| Additional paid-in capital .....  | 276,213    | 274,638    |          |  |
| Unearned restricted stock .....   | (416)      | (418)      |          |  |
| Dividends in excess of net income .....   | (10,767)   | (9,689)    |          |  |
| Treasury stock at cost, 75,700 shares .....   | (1,990)    | (1,990)    |          |  |
| Total Shareholders' Equity .....  | 263,165    | 262,665    |          |  |
| Total Liabilities and Shareholders' Equity  | \$ 504,599 | \$ 490,124 |          |  |

</TABLE>

See notes to financial statements.

SOVRAN SELF STORAGE, INC.  
CONSOLIDATED STATEMENTS OF OPERATIONS  
(unaudited)

<TABLE>  
<CAPTION>

January 1, 1999    January 1, 1998  
to                    to  
(dollars in thousands, except share data)    March 31, 1999    March 31, 1998

<S>

<C>

<C>

Revenues:

|                                 |           |           |
|---------------------------------|-----------|-----------|
| Rental income .....             | \$ 19,241 | \$ 14,175 |
| Interest and other income ..... | 210       | 200       |
| Total revenues .....            | 19,451    | 14,375    |

Expenses:

|   |       |       |
|---|-------|-------|
| Property operations and maintenance ..... | 4,041 | 2,818 |
| Real estate taxes .....                   | 1,576 | 1,188 |
| General and administrative .....          | 1,128 | 854   |
| Interest .....                            | 3,341 | 1,215 |

|   |            |            |
|---|------------|------------|
| Depreciation and amortization .....                                   | 3,102      | 2,097      |
|   | -----      | -----      |
| Total expenses .....  | 13,188     | 8,172      |
|   | -----      | -----      |
| Income before minority<br>interest and extraordinary item .....       | 6,263      | 6,203      |
| Minority interest .....   | (408)      | (205)      |
|   | -----      | -----      |
| Income before extraordinary item .....                                | 5,855      | 5,998      |
| Extraordinary loss on extinguishment of debt                          | -          | (350)      |
|   | -----      | -----      |
| Net Income .....  | \$ 5,855   | \$ 5,648   |
|   | =====      | =====      |
| Earnings per share before<br>extraordinary item - basic .....         | 0.47       | 0.49       |
| Extraordinary loss .....  | -          | (0.03)     |
|   | -----      | -----      |
| Earnings per share - basic .....                                      | \$ 0.47    | \$ 0.46    |
|   | =====      | =====      |
| Earnings per share - diluted .....                                    | \$ 0.47    | \$ 0.46    |
|   | =====      | =====      |
| Common shares used in basic<br>earnings per share calculation .....   | 12,358,852 | 12,289,467 |
| Common shares used in diluted<br>earnings per share calculation ..... | 12,370,392 | 12,342,252 |
| Dividends declared per share .....                                    | \$ 0.56    | \$ 0.54    |
|   | =====      | =====      |

</TABLE>

See notes to financial statements.

### Sovran Self Storage, Inc.

#### Statements of Cash Flow

<TABLE>  
<CAPTION>

|  | January 1, 1999<br>to<br>March 31, 1999 | January 1, 1998<br>to<br>March 31, 1998 |
|--|---|---|
| (dollars in thousands)   | -----                                   | -----                                   |
|  | <C>                                     | <C>                                     |
|  | <S>                                     | <S>                                     |
| Operating Activities   |   |   |
| Net income .....   | \$ 5,855                                | \$ 5,648                                |
| Adjustments to reconcile net income<br>to net cash provided by operating activities: |   |   |
| Extraordinary item .....   | -                                       | 350                                     |
| Depreciation and amortization .....  | 3,102                                   | 2,097                                   |
| Minority interest .....  | 408                                     | 205                                     |
| Restricted stock earned .....  | 2                                       | 4                                       |
| Changes in assets and liabilities:   |   |   |
| Accounts receivable .....  | (453)                                   | (343)                                   |
| Prepaid expenses and other assets .....  | 552                                     | (836)                                   |
| Accounts payable and other liabilities ...   | 690                                     | 3,130                                   |
| Deferred revenue .....   | 195                                     | 221                                     |
|  | -----                                   | -----                                   |
| Net cash provided by operating activities .....                                      | 10,351                                  | 10,476                                  |
|  | -----                                   | -----                                   |

|  |          |          |
|--|----------|----------|
| Investing Activities   |          |          |
| Additions to storage facilities .....  | (17,285) | (53,866) |
| Additions to other assets .....  | (22)     | (851)    |
|  | -----    | -----    |
| Net cash used in investing activities .....  | (17,307) | (54,717) |
|  | -----    | -----    |
| Financing Activities   |          |          |
| Net proceeds from issuance of common<br>stock through Dividend Reinvestment<br>and Stock Purchase Plan ..... | 1,576    | -        |
| Proceeds from line of credit draw down .....   | 13,000   | 52,000   |
| Dividends paid .....   | (6,895)  | (6,599)  |
| Minority interest distributions .....  | (483)    | (240)    |
| Mortgage principal payments .....  | -        | (500)    |
|  | -----    | -----    |
| Net cash provided by financing activities .....  | 7,198    | 44,661   |
|  | -----    | -----    |
| Net increase in cash .....   | 242      | 420      |
| Cash at beginning of period .....  | 2,984    | 2,567    |
|  | -----    | -----    |
| Cash at end of period .....  | \$ 3,226 | \$ 2,987 |
|  | =====    | =====    |
| Supplemental cash flow information   |          |          |
| Cash paid for interest .....   | \$ 3,174 | \$ 717   |

</TABLE>

Sovran Self Storage, Inc.

Statements of Cash Flow

<TABLE>

<CAPTION>

Supplemental cash-flow information for the quarter ended March 31, 1999  
(dollars in thousands)

-----  
<S>

<C>

Fair value of net liabilities assumed on  
the acquisition of storage facilities \$ 121

-----  
Dividends declared but unpaid were \$6,932 at March 31, 1999 and \$6,895 at  
December 31, 1998.

</TABLE>

See notes to financial statements.

### 1. Basis of Presentation

The accompanying unaudited financial statements of Sovran Self Storage, Inc. (the Company) have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three month period ended March 31, 1999 are not necessarily indicative of the results that may be expected for the year ended December 31, 1999.

### 2. Organization

Sovran Self Storage, Inc. (the "Company"), a self-administered and self-managed real estate investment trust (a REIT), was formed on April 19, 1995 to own and operate self-storage facilities throughout the United States. On June 26, 1995, the Company commenced operations effective with the completion of its initial public offering of 5,890,000 shares (the Offering). Since its formation the Company has purchased a total of 137, (six in 1999, fifty in 1998, forty four in 1997, twenty-nine in 1996 and eight in 1995) self storage properties from unaffiliated third parties, increasing the total number of self-storage properties owned at March 31, 1999 to 211 properties, most of which are in the eastern United States and Texas.

All of the Company's assets are owned by, and all its operations are conducted through, Sovran Acquisition Limited Partnership (the Operating Partnership). Sovran Holdings, Inc., a wholly-owned subsidiary of the Company (the Subsidiary), is the sole general partner; and the Company is a limited partner of the Operating Partnership, and thereby controls the operations of the Operating Partnership holding a 93.48% ownership interest therein as of March 31, 1999. The remaining ownership interests in the Operating Partnership are held by certain former owners of assets acquired by the Operating Partnership subsequent to its formation. The consolidated financial statements of the Company include the accounts of the Company, the Partnership, and the wholly-owned Subsidiary. All intercompany transactions and balances have been eliminated.

### 3. Investment in Storage Facilities

The following summarizes activity in storage facilities during the period ended March 31, 1999.

<TABLE>  
<CAPTION>

(dollars in thousands)

<S>

<C>

#### Cost:

|                                      |    |         |       |
|--------------------------------------|----|---------|-------|
| Beginning balance                    | \$ | 502,502 |       |
| Property acquisitions                |    | 15,310  |       |
| Improvements and equipment additions |    |         | 2,129 |
| Dispositions                         |    | (65)    |       |
|                                      |    | -----   |       |

|                |  |         |  |
|----------------|--|---------|--|
| Ending balance |  | 519,876 |  |
|                |  | =====   |  |

#### Accumulated Depreciation:

|                             |    |        |  |
|-----------------------------|----|--------|--|
| Beginning balance           | \$ | 21,339 |  |
| Additions during the period |    | 2,883  |  |
| Dispositions                |    | (35)   |  |
|                             |    | -----  |  |

|                |    |        |  |
|----------------|----|--------|--|
| Ending balance | \$ | 24,187 |  |
|                |    | =====  |  |

</TABLE>

#### 4. Unsecured Line of Credit and Term Note

The Company has a \$150 million unsecured credit facility that matures February 2001 and provides for funds at LIBOR plus 1.25%. At March 31, 1999, the outstanding balance on the credit facility was \$125 million. In 1998 the Company recorded an extraordinary loss on the extinguishment of debt of \$350,000 representing the unamortized financing costs of the former \$75 million revolving credit facility.

In December 1998, the Company entered into a \$75 million unsecured term note that matures on December 22, 2000 and bears interest at LIBOR plus 1.50%.

The Company entered into interest rate swap agreements to manage its exposure to interest rate changes. The swaps involve the exchange of fixed and variable interest rate payments without exchanging the notional principal amount. Payments or receipts on the agreements are recorded monthly as adjustments to interest expense. At March 31, 1999, the Company had interest rate swaps with notional amounts of \$40 million through June 1999 and \$55 million through December 1999. Under these agreements the Company receives a floating interest rate based upon LIBOR and pays a fixed interest rate of 5.78% on the \$40 million amount and 5.12% on the \$55 million amount. The net carrying amount of the Company's debt instruments approximates fair value.

#### 5. Commitments and Contingencies

The Company's current practice is to conduct environmental investigations in connection with property acquisitions. At this time, the Company is not aware of any environmental contamination of any of its facilities which individually or in the aggregate would be material to the Company's overall business, financial condition, or results of operations.

As of March 31, 1999, the Company had entered into contracts for the purchase of nine facilities with expected costs of \$23.4 million.

#### 6. Pro Forma Financial Information

The following unaudited pro forma Condensed Statement of Operations is presented as if the 6 storage facilities purchased during the three months ended March 31, 1999, had occurred at January 1, 1999. Such unaudited pro forma information is based upon the historical combined statements of operations of the Company. It should be read in conjunction with the financial statements of the Company and notes thereto included elsewhere herein. In management's opinion, all adjustments necessary to reflect the effects of these transactions have been made. This unaudited pro forma statement does not purport to represent what the actual results of operations of the Company would have been assuming such transactions had been completed as set forth above nor does it purport to represent the results of operations for future periods.

<TABLE>

<CAPTION>

(in thousands, except per share data)

|                                   | Three Months<br>Ended March 31,<br>1999 |
|-----------------------------------|---|
| <S>                               | <C>                                     |
| Revenues:                         |   |
| Rental income                     | \$ 19,493                               |
| Other income                      | 214                                     |
|                                   | -----                                   |
| Total revenues                    | 19,707                                  |
| Expenses:                         |   |
| Property operations & maintenance | 4,082                                   |
| Real estate taxes                 | 1,586                                   |
| General and administrative        | 1,139                                   |
| Interest                          | 3,465                                   |
| Depreciation and amortization     | 3,139                                   |
|                                   | -----                                   |

|  |            |
|--|------------|
| Total expenses   | 13,411     |
| Income before minority interest                            | 6,296      |
| Minority interest  | (412)      |
| Net income   | \$ 5,884   |
| Earnings per share - basic                                 | \$ .48     |
| Earnings per share - diluted                               | \$ .47     |
| Common shares used in basic earnings per share calculation | 12,379,135 |

</TABLE>

#### 7. Legal Proceedings

A former business associate (Plaintiff) of certain officers and directors of the Company, including Robert J. Attea, Kenneth F. Myszka, David L. Rogers and Charles E. Lannon, filed a lawsuit against the Company on June 13, 1995 in the United States District Court for the Northern District of Ohio. The Plaintiff has since amended the complaint in the lawsuit alleging breach of fiduciary duty, breach of contract, breach of general partnership/joint venture arrangement, breach of duty of good faith, fraud and deceit, and other causes of action including declaratory judgement as to the Plaintiff's continuing interest in the Company. The Plaintiff is seeking money damages in excess of \$15 million, as well as punitive damages and declaratory and injunctive relief (including the imposition of a constructive trust on assets of the Company in which the Plaintiff claims to have a continuing interest) and an accounting. The amended complaint also added Messrs. Attea, Myszka, Rogers and Lannon as additional defendants. The parties are currently involved in discovery. The Company intends to vigorously defend the lawsuit. Messrs. Attea, Myszka, Rogers and Lannon have agreed to indemnify the Company for cost and any loss arising from the lawsuit. The Company believes that the actual amount of the Plaintiff's recovery in this matter if any, would be within the ability of these individuals to provide indemnification. The Company does not believe that the lawsuit will have a material adverse effect upon the Company.

#### 8. Earnings Per Share

The Company reports earnings per share in accordance with Statement of Financial Accounting Standards No. 128, "Earnings Per Share." The following table sets forth the computation of basic and diluted earnings per share:

<TABLE>

<CAPTION>

|  | Three Months<br>Ended<br>March 31,<br>1999 | Three Months<br>Ended<br>March 31,<br>1998 |
|--|--|--|
|  | -----<br><C>                               | -----<br><C>                               |
| Numerator:   |  |  |
| Net Income   | \$ 5,855                                   | \$ 5,648                                   |
| Denominator:   |  |  |
| Denominator for basic earnings per share - weighted average shares                                   | 12,359                                     | 12,289                                     |
| Effect of Diluted Securities:  |  |  |
| Stock options  | 11   | 53   |
| Denominator for diluted earnings per share - adjusted weighted average shares and assumed conversion | 12,370                                     | 12,342                                     |

|                            |        |        |
|----------------------------|--------|--------|
| Basic earnings per share   | \$ .47 | \$ .46 |
| Diluted earnings per share | \$ .47 | \$ .46 |

</TABLE>

#### 9. Recent Accounting Pronouncements

In April 1998, the AICPA issued Statement of Position 98-5 (SOP 98-5), "Reporting on the Costs of Start-Up Activities", that is effective for fiscal years beginning after December 15, 1998. SOP 98-5 requires start-up activities and organizational costs to be expensed as incurred. The pronouncement had no effect on the Company.

In June 1998, the Financial Accounting Standards Board (FASB) issued Statement No. 133, "Accounting for Derivative Instruments and Hedging Activities" (SFAS 133), that is effective for fiscal years beginning after June 15, 1999. SFAS 133 establishes accounting and reporting standards for derivative instruments and hedging activities. Under the statement certain derivatives are recognized at fair market value and changes in fair market value are recognized as gains and losses. The adoption of SFAS 133 is not expected to have a material impact on the financial position or results of operations of the Company.

#### Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operation

The following discussion and analysis of the consolidated financial condition and results of operations should be read in conjunction with the financial statements and notes thereto included elsewhere in this report.

The Company operates as a Real Estate Investment Trust ("REIT") and owns and operates a portfolio of 211 self-storage facilities, providing storage space for business and personal use to customers in 19 states. The Company's investment objective is to increase cash flow and enhance shareholder value by aggressively managing its portfolio, to expand and enhance the facilities in that portfolio and to selectively acquire new properties in geographic areas that will either complement or efficiently grow the portfolio.

When used in this discussion and elsewhere in this document, the words "intends," "believes," "anticipates," and similar expressions are intended to identify "forward-looking statements" within the meaning of that term in Section 27A of the Securities Act of 1933, and in Section 21E of Securities Exchange Act of 1934. Such forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause the actual results, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking statements. Such factors include, but are not limited to, the effect of competition from new self-storage facilities, which would cause rents and occupancy rates to decline; the Company's ability to evaluate, finance and integrate acquired businesses into the Company's existing business and operations; the Company's ability to effectively compete in the industries in which it does business; the Company's cash flow may be insufficient to meet required payments of principal and interest; and tax law changes which may change the taxability of future income.

#### Liquidity and Capital Resources

##### Revolving Credit Facility

The Company has a \$150 million unsecured credit facility that matures February 2001 and provides for funds at LIBOR plus 1.25%. The Company intends to use funds available from this credit facility to finance future acquisition and development plans described below. At March 31, 1999, the outstanding balance of the unsecured credit facility was \$125 million.

##### Umbrella Partnership REIT

The Company was formed as an Umbrella Partnership Real Estate Trust ("UPREIT") and, as such, has the ability to issue operating partnership ("OP") units in exchange for properties sold by independent owners. By utilizing such OP units as currency in facility acquisitions, the Company may partially defer the seller's income-tax liability and obtain more favorable pricing or terms. As of March 31, 1999, 863,037 units have been issued in exchange for property at the request of the sellers.

### Acquisition of Properties

The Company's external growth strategy is to increase the number of facilities it owns by acquiring suitable facilities in markets in which it already has an operating presence or to expand into new markets by acquiring several facilities at once in those new markets. In the three months ended March 31, 1999, the Company acquired six properties, increasing its existing presence in Louisiana and Rhode Island. The six acquisitions in the three months ended March 31, 1999 added 281,000 square feet of space and 2,700 rental units to the Company's portfolio.

### Future Acquisition and Development Plans

The Company has contracts on nine properties in Arizona with planned closings in May 1999. The Company also intends to improve certain of its existing facilities by building additional storage buildings on presently vacant land and by installing climate control and enhanced security systems at selected sites.

### Liquidity

As most of the Company's operating cash flow is expected to be used to pay dividends, (see REIT Qualification and Distribution Requirements), the funds required to acquire additional properties may be provided by borrowings pursuant to the unsecured credit facility, a moderate layer of secured debt, a preferred stock issuance and/or a joint venture acquisition partnership.

At March 31, 1999, the Company had \$25 million available under the unsecured credit facility.

### REIT Qualification and Distribution Requirements

As a REIT, the Company is not required to pay federal income tax on income that it distributes to its shareholders, provided that the amount distributed is equal to at least 95% of taxable income. These distributions must be made in the year to which they relate or in the following year if declared before the Company files its federal income-tax return and if it is paid before the first regular dividend of the following year.

As a REIT, the Company must derive at least 95% of its total gross income from income related to real property, interest and dividends. In the three months ended March 31, 1999, the Company's percentage of revenue from such sources exceeded 98%, thereby passing the 95% test, and no special measures are expected to be required to enable the Company to maintain its REIT designation.

### Results of Operations

The following discussion is based on the financial statements of the Company as of March 31, 1999 and March 31, 1998.

For the period January 1, 1999 through March 31, 1999 (dollars in thousands)

The Company reported revenues of \$19,451 during the period and incurred \$5,617 in operating expenses, resulting in net operating income of \$13,834, or 71%. General and administrative expenses of \$1,128, interest expense of \$3,341 and depreciation and amortization expenses of \$3,102 resulted in income of \$6,263 before minority interest. Net income amounted to \$5,855.

Three months ended March 31, 1999, compared to Three months ended March 31, 1998 (dollars in thousands)

The following discussion compares the activities of the Company for the three months ended March 31, 1999 with the activities of the Company for the three months ended March 31, 1998.

Total revenues increased from \$14,375 for the three months ended March 31, 1998 to \$19,451 for the three months ended March 31, 1999, an increase of \$5,076 or 35%. Of this, \$4,497 resulted from the acquisition of 55 properties during the period January 1, 1998 through March 31, 1999 and \$579 was realized as a result of increased rental rates at the 156 properties owned by the Company at January 1, 1998. Overall, same-store revenues grew 4.3% for the three-month period ended March 31, 1999 as compared to the same period in 1998.

Property operating and real estate tax expense increased \$1,612 or 40% during the period. \$1,364 was a result of absorbing additional expenses from operating the newly acquired properties, and \$248 related to the operations of its sites operated more than one year.

General and administrative expenses, which includes losses of \$28 realized as the result of replacement of equipment, increased \$274 principally as a result of the need for additional personnel and increased administrative costs associated with managing the additional properties.

Interest expense increased \$2,126 due to the \$112 million drawn on the Company's line of credit and term note during the last twelve months.

Income before minority interest and extraordinary item increased from \$6,203 to \$6,263, an increase of \$60 or 1%.

#### Funds from Operations

The Company believes that Funds From Operations ("FFO") is helpful to investors as a measure of the performance of an equity REIT because, when considered in conjunction with cash flows from operating activities, financing activities, and investing activities, it provides investors with an understanding of the ability of the Company to incur and service debt and to make capital expenditures. FFO is defined as income before minority interest and extraordinary item, computed in accordance with GAAP, plus depreciation of real estate assets and amortization of intangible assets exclusive of deferred financing fees, and excluding gains (losses) from debt restructuring and sales of property. FFO should not be considered a substitute for net income or cash flows, nor should it be considered an alternative to operating performance or liquidity. The following table sets forth the calculation of FFO:

<TABLE>

<CAPTION>

| (in thousands)   | Three months            | Three months            |
|--|-------------------------|-------------------------|
|  | ended March 31,<br>1999 | ended March 31,<br>1998 |
| <S>  | <C>                     | <C>                     |
| Net income   | \$ 5,855                | \$ 5,648                |
| Minority interest in income  | 408                     | 205                     |
| Depreciation of real estate and amortization<br>of intangible assets exclusive of deferred<br>financing fees | 2,937                   | 2,039                   |
| Extraordinary loss   | -                       | 350                     |
| Funds from operations allocable to minority interest   | (600)                   | (287)                   |
| FFO available to common shareholders   | <u>\$ 8,600</u>         | <u>\$ 7,955</u>         |

</TABLE>

#### Inflation

The Company does not believe that inflation has had or will have a direct adverse effect on its operations. Substantially all of the leases at the facilities allow for monthly rent increases, which provide the Company with the opportunity to achieve increases in rental income as each lease matures.

#### Seasonality

The Company's revenues typically have been higher in the third and fourth quarters, primarily because the Company increases its rental rates on most of its storage units at the beginning of May and, to a lesser extent, because self-storage facilities tend to experience greater occupancy during the late spring, summer and early fall months due to the greater incidence of residential moves during these periods. However, the Company believes that its tenant mix, diverse geographical locations, rental structure and expense structure provide adequate protection against undue fluctuations in cash flows and net revenues during off-peak seasons. Thus, the Company does not expect seasonality to affect materially distributions to shareholders.

#### Impact of the Year 2000

The Company employs several different computer systems for financial reporting, property management, asset control and payroll. These systems are purchased by the Company from third parties and therefore there is no internally generated programming code. The Company has been assessing and testing its systems to determine if its hardware and software will function properly with respect to dates in the Year 2000 and thereafter, and no significant problems were noted. The Company's critical applications relating to financial reporting, property management and asset control have been updated to Year 2000 compliant versions within the last year as part of the normal maintenance agreements.

The Company communicates electronically with certain outside vendors in the banking and payroll processing areas. The Company has been advised by these

vendors that their systems are or will be Year 2000 compliant. The Company has identified and evaluated certain other systems that may be impacted by the Year 2000, such as gates, security systems and elevators. The Company expects the implementation of any required solutions to be completed by December 31, 1999, and the cost to be less than \$50,000. The Company is not aware of any other vendors or suppliers for whom the Year 2000 would materially impact the Company's business and there are no means of ensuring that outside companies will be compliant.

The Company will continue to address the Year 2000 throughout 1999 and has developed a contingency plan if the implementations are not completed timely. Under a worst case scenario, the Company will have the ability to revert to a manual system to operate its self-storage stores if any issues with the Year 2000 are encountered. Despite the approach being taken to prevent a Year 2000 problem, the Company cannot be completely sure that issues will not arise, or events will not occur that could have material adverse affects on the Company's results of operations or financial condition.

Year 2000 costs and the date on which the Company believes that it will be Year 2000 compliant are based upon management's best estimates that were derived utilizing numerous assumptions of future events. There can be no assurance that these estimates are achievable and actual results could differ materially from estimates.

#### Quantitative and Qualitative Disclosure About Market Risk

The Company manages its exposure to interest rate changes by entering into interest rate swap agreements. There have been no material changes to the Company's exposure to interest rate risk since December 31, 1998.

## Part II. Other Information

### Item 1. Legal Proceedings

A former business associate (Plaintiff) of certain officers and directors of the Company, including Robert J. Attea, Kenneth F. Myszka, David L. Rogers and Charles E. Lannon, filed a lawsuit against the Company on June 13, 1995 in the United States District Court for the Northern District of Ohio. The Plaintiff has since amended the complaint in the lawsuit alleging breach of fiduciary duty, breach of contract, breach of general partnership/joint venture arrangement, breach of duty of good faith, fraud and deceit, and other causes of action including declaratory judgement as to the Plaintiff's continuing interest in the Company. The Plaintiff is seeking money damages in excess of \$15 million, as well as punitive damages and declaratory and injunctive relief (including the imposition of a constructive trust on assets of the Company in which the Plaintiff claims to have a continuing interest) and an accounting. The amended complaint also added Messrs. Attea, Myszka, Rogers and Lannon as additional defendants. The parties are currently involved in discovery. The Company intends to vigorously defend the lawsuit. Messrs. Attea, Myszka, Rogers and Lannon have agreed to indemnify the Company for cost and any loss arising from the lawsuit. The Company believes that the actual amount of the Plaintiff's recovery in this matter if any, would be within the ability of these individuals to provide indemnification. The Company does not believe that the lawsuit will have a material adverse effect upon the Company.

### Item 2. Changes in Securities

No disclosure required.

### Item 3. Defaults Upon Senior Securities

No disclosure required.

### Item 4. Submission of Matters to a Vote of Security Holders

No disclosure required.

Item 5. Other Information

No disclosure required.

Item 6. Exhibits and Reports on Form 8-K

1. (a.) Exhibit - Financial data schedule.
2. (b.) Reports on Form 8-K.

On March 3, 1999 the Company filed a Current Report on Form 8-K, reporting the acquisition of eleven self-storage facilities.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Sovran Self Storage, Inc.

May 12, 1999

By: /S/ David L. Rogers

-----  
Date

-----  
David L. Rogers,  
Secretary, Chief Financial Officer

<TABLE> <S> <C>

<ARTICLE> 5

<LEGEND>

Financial Data Schedule

</LEGEND>

<CIK> 0000944314  
<NAME> Sovran Self Storage, Inc.  
<MULTIPLIER> 1,000  
<CURRENCY> US Dollar

<S> <C>

|                              |             |
|------------------------------|-------------|
| <PERIOD-TYPE>                | 3-MOS       |
| <FISCAL-YEAR-END>            | DEC-31-1999 |
| <PERIOD-START>               | JAN-01-1999 |
| <PERIOD-END>                 | MAR-31-1999 |
| <EXCHANGE-RATE>              | 1.000       |
| <CASH>                       | 3,226       |
| <SECURITIES>                 | 0           |
| <RECEIVABLES>                | 2,154       |
| <ALLOWANCES>                 | 0           |
| <INVENTORY>                  | 0           |
| <CURRENT-ASSETS>             | 8,910       |
| <PP&E>                       | 519,876     |
| <DEPRECIATION>               | 24,187      |
| <TOTAL-ASSETS>               | 504,599     |
| <CURRENT-LIABILITIES>        | 217,489     |
| <BONDS>                      | 0           |
| <PREFERRED-MANDATORY>        | 0           |
| <PREFERRED>                  | 0           |
| <COMMON>                     | 125         |
| <OTHER-SE>                   | 263,040     |
| <TOTAL-LIABILITY-AND-EQUITY> | 504,599     |
| <SALES>                      | 0           |
| <TOTAL-REVENUES>             | 19,451      |
| <CGS>                        | 0           |
| <TOTAL-COSTS>                | 5,617       |
| <OTHER-EXPENSES>             | 4,638       |
| <LOSS-PROVISION>             | 0           |
| <INTEREST-EXPENSE>           | 3,341       |
| <INCOME-PRETAX>              | 5,855       |
| <INCOME-TAX>                 | 0           |
| <INCOME-CONTINUING>          | 5,855       |
| <DISCONTINUED>               | 0           |
| <EXTRAORDINARY>              | 0           |
| <CHANGES>                    | 0           |
| <NET-INCOME>                 | 5,855       |
| <EPS-PRIMARY>                | .47         |
| <EPS-DILUTED>                | .47         |

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